

Below is the Order of the Court.



A handwritten signature in black ink that reads "Karen A. Overstreet".

Karen A. Overstreet
U.S. Bankruptcy Judge
(Dated as of Entered on Docket date above)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

In Re:

TC GLOBAL, INC.,

Debtor.

Case No. 12-20253-KAO

AMENDED ORDER DENYING
DEBTOR'S MOTION FOR
DETERMINATION OF POST-CLOSING
PURCHASE PRICE ADJUSTMENTS

THIS MATTER came before the Court upon the Motion for Determination of Post-Closing Purchase Price Adjustments (the "Motion") filed by TC Global, Inc. ("Debtor"), debtor-in-possession herein. Capitalized terms herein have the meaning set forth in the Motion unless otherwise indicated. The Court has reviewed the files and records herein including: (1) the Motion and supporting documents [Docket Nos. 820-822]; (2) Global Baristas, LLC's Response and supporting documents [Docket Nos. 872-873]; (3) Debtor's Reply in support of the Motion [Docket No. 885]; (4) the Reply in support of the Motion filed by the Unsecured Creditors Committee [Docket No. 886]; (5) Global Baristas, LLC's Objection to Debtor's Proposed Form of Order Re the Motion and supporting documents [Docket Nos. 927-928]; (6) Debtor's Reply in Support of Form of Proposed Order Re the Motion [Docket No. 938]; and the pleadings and files herein. The Court finds and concludes that Debtor cannot seek the relief requested in the Motion as a contested matter, and an action by Debtor to enforce the Purchase Price adjustment

ORDER DENYING DEBTOR'S MOTION FOR
DETERMINATION OF POST-CLOSING PURCHASE PRICE
ADJUSTMENTS - 1

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1 provisions of the APA, including Section 2.6(a)(iii)-(vi), is an action to recover money and must
2 therefore be brought as an adversary proceeding pursuant to Fed. R. Bankr. P. 7001(1). The
3 Court further revokes all its holdings, findings, conclusions and orders made during the October
4, 2013 oral argument on the Motion that the adjustments in Section 2.6(a) of the APA are
5 mandatory.

6 NOW, THEREFORE, it is hereby ORDERED that the Motion is denied without
7 prejudice to Debtor's commencement of an adversary proceeding seeking the relief requested in
8 the Motion.

9 // /End of Order//
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11 Presented by:
12 FOSTER PEPPER PLLC
13
14 /s/ Jack Cullen
Jack Cullen, WSBA No. 7330
Attorneys for Global Baristas, LLC
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ORDER DENYING DEBTOR'S MOTION FOR
DETERMINATION OF POST-CLOSING PURCHASE PRICE
ADJUSTMENTS - 2

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